



RECORDATION NO. 18914-C FILED

JUL 14 '97

2-25 PM

DJJ Transportation Services, Inc.
a subsidiary of
The David J. Joseph Company

July 11, 1997

Mr. Vernon Williams
Recordations Unit
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423-0001

Dear Mr. Williams:

Enclosed is an original and one copy of the Memorandum of Assignment and Assumption Agreement dated as of June 30, 1997 between the following parties:

Assignor: The David J. Joseph Company
300 Pike Street
Cincinnati, OH 45202

Assignee: The First National Bank of Maryland
25 South Charles Street
Baltimore, MD 21201

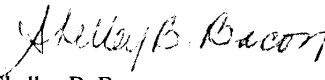
Please see Schedule A attached hereto for the Equipment involved in this transaction.

The lease to which this document is connected is recorded under Recordation No. 18914.

Please file this agreement as a secondary document. The amount of \$24.00 is included in the enclosed check.

Sincerely,

THE DAVID J. JOSEPH COMPANY


Shelley B. Bacon
Contract Assistant

Enclosures

300 Pike Street
Cincinnati, Ohio 45202-4214
(513) 621-4670
FAX (513) 345-4422

Mail Address:
P.O. Box 1078
Cincinnati, Ohio 45201-1078

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**MEMORANDUM OF
ASSIGNMENT AND ASSUMPTION AGREEMENT**

This memorandum of assignment and assumption agreement (the "Memorandum of Assignment and Assumption") for thirty (30) railcars is entered into as of June 30, 1997, by and between **DJJ Transportation Services, Inc.**, a Delaware corporation ("Assignor") and **The First National Bank of Maryland**, a national banking association ("Assignee").

WITNESSETH

1. Assignor has agreed to assign to Assignee that Lease Agreement dated March 14, 1994, between The David J. Joseph Company, as Lessor, and Martin Marietta Materials, Inc., as Lessee, as subsequently assigned to Assignor, as amended by Amendment No. 1 to Lease dated June 9, 1997 between Assignor and Martin Marietta Materials, Inc. (the "Lease") for thirty (30) railcars bearing the railroad reporting markings set forth on Schedule A.

2. This Memorandum of Assignment and Assumption shall be effective as of the date first set forth hereinabove and shall be subject to the Lease Term, as defined in the Lease.

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum of Assignment and Assumption to be signed and sealed by their respective corporate officers as of the date and year first above written.

WITNESS:

DJJ TRANSPORTATION SERVICES, INC.

Nate Blair

By: *[Signature]*

Name: Douglas F. McMillan

Title: President

WITNESS:

**THE FIRST NATIONAL BANK OF
MARYLAND**

[Signature]

By: *[Signature]*

Name: Roger Weaver

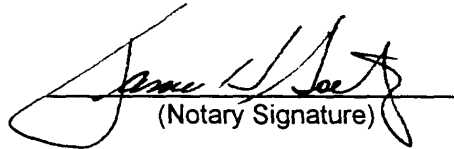
Vice President


Title:

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

On this 30th day of June, 1997, before me the subscriber, James H. Goetz, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Douglas F. McMillan, to me personally known, who stated and acknowledged that he is the President of DJJ Transportation Services, Inc., a Delaware corporation, and duly authorized by authority of the Board of Directors or By-laws of said corporation in his capacity as such officer to execute and acknowledge the foregoing instrument for and in the name and on behalf of said corporation and further stated and acknowledged that he has so signed, executed and delivered the foregoing instrument as the free and voluntary act and deed of said corporation, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal
this 30th day of June, 1997.


(Notary Signature)


My commission expires: JAMES H. GOETZ
Notary Public, State of Ohio
My Commission Expires July 25, 2000

STATE OF MARYLAND)
) SS:
CITY OF BALTIMORE)

On this 27 day of June, 1997, before me the subscriber,
Melanie A. Bigham a Notary Public, duly commissioned,
qualified and acting, within and for said County and State, appeared in person
the within named Roger Weaver to me personally known, who
stated and acknowledged that he is the Vice President of The First
National Bank of Maryland, a national banking association, and duly authorized
by authority of the Board of Directors or By-laws of said corporation in his
capacity as such officer to execute and acknowledge the foregoing instrument
for and in the name and on behalf of said corporation and further stated and
acknowledged that he has so signed, executed and delivered the foregoing
instrument as the free and voluntary act and deed of said corporation, for the
consideration, uses and purposes therein mentioned and set forth and desired
that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal
this 27 day of June, 1997.

Melanie A. Bigham
(Notary Signature)

My commission expires:

MELANIE BIGHAM
NOTARY PUBLIC STATE OF MARYLAND
COMMISSION EXPIRES AUG. 30, 1999

SCHEDULE A
LIST OF RAILCARS

Thirty (30) railcars bearing reporting marks as follows:

DJJX 424-453, INCLUSIVE